

RECORDATION NO. **23250-D** FILED

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FEB 28 '01 9-42 AM
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 28, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Supplement to Memorandum of Lease of Railroad Equipment, dated February 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23250.

The names and addresses of the parties to the enclosed document are:

Lessor: GIE Finliner Alize
9, quai de President
Paul Doumer
92920 Paris La Defense
France

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington, DC 20002

A description of the railroad equipment covered by the enclosed document is:

High speed Trainset Number 7 bearing AMTK reporting marks and road numbers attached hereto

Mr. Vernon A. Williams
February 28, 2001
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A short summary of the document to appear in the index follows:

Supplement to Memorandum of Lease of Railroad Equipment between
GIE Finliner Alize, Lessor, and National Railroad Passenger Corporation
covering high speed Trainset Number 7.

Also enclosed is a check in the amount of \$27.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", written in black ink.

Robert W. Alvord

RWA/anm
Enclosures

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 7 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2032 AMTK 2034
One (1) First Class Car	AMTK 3216
Three (3) Coach Cars	AMTK 3553 AMTK 3556 AMTK 3557
One (1) Bistro Car	AMTK 3301
One (1) End Coach Car	AMTK 3419

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SURFACE TRANSPORTATION BOARD

SUPPLEMENT TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated February 28, 2001, between GIE FINLINER ALIZE, a groupement d'intérêt économique, having its registered office (*siège social*) at 9, quai de Président Paul Doumer, 92920 Paris La Défense, France (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*" or "*Amtrak*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, Lessor and Lessee have entered into that certain Memorandum of Lease dated December 7, 2000 (the "*Memorandum of Lease*"), relating to that certain Crédit-Bail Agreement dated September 25, 2000 (the "*Lease*") and that certain Lease Supplement dated December 1, 2000 (the "*First Supplement*"), covering the railroad equipment identified in Schedule A thereto, which was recorded with the Surface Transportation Board on December 7, 2000 at 12:31 p.m. as Recordation Number 23250;

WHEREAS, the Lessor and Lessee have entered into that certain Lease Supplement dated February 13, 2001, (the "*Second Lease Supplement*") covering the railroad equipment identified on Schedule A (the "*Additional Equipment*" which Additional Equipment, together with the Equipment described in the First Lease Supplement are referred to herein as the "*Equipment*");

WHEREAS, Lessor and Lessee desire to supplement the Memorandum of Lease to reflect the additional Equipment by covered the Second Lease Supplement;

WHEREAS, this memorandum may be executed in any number of original counterparts, each executed counterpart constituting an original but all together only one such memorandum.

NOW THEREFORE, in consideration of the foregoing, the parties wish to show for the public record:

1. Title to the Equipment is held by Lessor.
2. A leasehold interest in the Equipment is held by Lessee, provided that on termination of the Lease by reason of the exercise of any purchase option, casualty to any Item of Equipment, exercise of early termination rights by Lessor or Lessee, including termination by reason of a Lessee default or other Termination Event without regard to the payment by Amtrak of any amounts due and payable under the Lease or any breach by Amtrak of any Relevant Document, all right, title and interest of Lessor in and to the Equipment shall automatically and without any further act or delivery of any document irrevocably transfer to Lessee or to its designee, assignee or transferee, subject to any Liens over the Equipment as may exist at such time and in "as is, where, is" condition and without recourse to or any warranty (express or

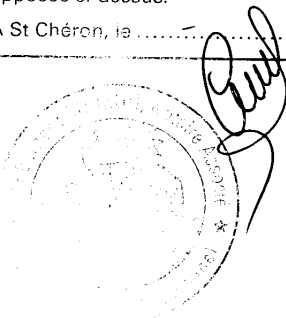
implied) being given by Lessor, the Manager or any Member other than Lessor's warranty that such title to the Equipment is equivalent to the title that Lessor received pursuant to the Purchase Agreement Assignment and that the Equipment is free from all Lessor's Liens.

IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

GIE FINLINER ALIZE

By: Morand
Name: _____
Title: _____
Address: 9, quai de Président Paul Doumer,
92920 Paris La Défense, France

Je soussigné M^r COUDRON.....
Notaire associé à St Chéron, certifie
Véritable la signature Matérielle de
M. MORAND.....
apposée ci-dessus.
A St Chéron, le -



NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

GIE FINLINER ALIZE

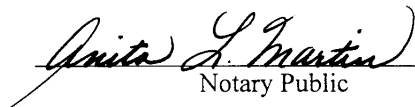
By: _____
Name: _____
Title: _____
Address: 9, quai de Président Paul Doumer,
92920 Paris La Défense, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

DISTRICT OF COLUMBIA)
) ss.:
)

On this 23rd day of February, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that (~~s~~)he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and (~~s~~)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: April 14, 2002

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